A07 Box

THE COMPANIES ACTS, 1908 TO 1917.

COMPANY LIMITED BY GUARANTEE AND NOT FOR PROFIT.

THE SOCIETY OF RADIOGRAPHERS.

Memorandum

— AND —

Articles of Association

BOARD OF EDUCATION LIBRARY

Incorporated the 6th August, 1920.

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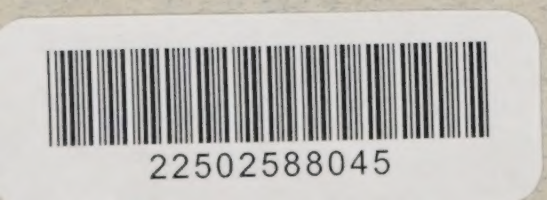
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NO. 169,483.

CERTIFICATE OF INCORPORATION.

I HEREBY CERTIFY that THE SOCIETY OF RADIOGRAPHERS (the word "LIMITED" being omitted by Licence of the Board of Trade) is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company is LIMITED.

GIVEN under my hand at London this Sixth day of August, One thousand Nine hundred and Twenty.

H. BIRTLES,

Registrar of Joint Stock Companies.

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THE COMPANIES ACTS, 1908 TO 1917.

COMPANY LIMITED BY GUARANTEE AND NOT FOR PROFIT.

Memorandum of Association

OF

THE SOCIETY OF RADIOGRAPHERS.

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1. The name of the Company (hereinafter called " the Society ") is " THE SOCIETY OF RADIOGRAPHERS."

2. The registered office of the Society will be situate in England.

3. The objects for which the Society is established are—

(1) To promote the science and regulate the practice of Radiography and to consider and discuss all subjects affecting it.

(2) To promote so far as relates to radiography and allied subjects improvements in the law and to support or oppose alterations therein, and for

such purposes to petition Parliament and take such other steps as may be deemed expedient.

(3) To facilitate the exchange of information and ideas on matters affecting the science and practice of radiography and allied subjects.

(4) To provide for the delivery of lectures, the holding of classes and examinations, the establishment of scholarships, and the granting of prizes, diplomas, and certificates of merit and efficiency in connection with the science and practice of radiography. Provided that any diploma or certificate granted by the Society shall contain on its face a statement to the effect that it is not issued under, in pursuance, or by virtue of any statutory or government sanction or authority but by the authority of the Society only.

(5) To print, publish, sell, lend, or distribute the proceedings or reports of the Society, or any papers, communications, works, or treatises on radiography or its applications or subjects connected therewith in the English or any foreign tongue, or any abstracts thereof, or extracts therefrom.

(6) To promote and to provide for the carrying out of research and experimental work in connection with radiography and allied subjects and to make, institute, and establish grants, rewards, or other benefactions in connection therewith.

(7) To establish and maintain libraries and museums, and to promote, organize, and conduct exhibitions of apparatus, plant, and processes connected with radiographic science and practice.

(8) To establish, undertake, superintend, administer, and contribute to any charitable and benevolent fund in connection with or for the benefit of persons engaged in the science and practice of radiography and allied subjects and of their dependents.

(9) To provide pensions for retired officers of the Society not being or having been Members of the Society and for the widows or children of deceased officers of the Society.

(10) To borrow any moneys required for the purposes of the Society and to give security for the repayment thereof.

(11) Subject to the provisions of Section 19 of the Companies (Consolidation) Act, 1908, to purchase, lease, hire, or otherwise acquire any real or personal property and to construct, alter, and maintain any buildings.

(12) To sell, lease, dispose of, or otherwise deal with the property of the Society.

(13) To invest the moneys of the Society not immediately required as may be from time to time determined.

(14) To undertake and execute any trusts, the undertaking whereof may seem desirable.

(15) To do all such other lawful things as may be incidental or may be deemed conducive to the attainment of the foregoing objects or any of them.

Provided that the Society shall not support with its funds any object or endeavour to impose on or procure to

be observed by its Members or others any regulation, restriction, or condition which if an object of the Society would make it a Trade Union.

Provided also that in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Board of Education, the Society shall not sell, mortgage, charge, or lease the same without such authority, approval, or consent as may be required by law, and as regards any such property the Managers or Trustees of the Society shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects, and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners, or the Board of Education over such Managers or Trustees, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Society were not incorporated. In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Society whencesoever derived, shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to the Members of the Society. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society, or to any Member of the Society, or other person, in return for any

services actually rendered to the Society nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Society ; but so that no member of the Council of Management or Governing Body of the Society shall be appointed to any salaried office of the Society, or any office of the Society paid by fees, and that no remuneration or other benefit in money or moneys worth shall be given by the Society to any member of such Council or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society ; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable, or telephone company of which a member of the Council of Management or Governing Body may be a member or any other company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration, or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Society in pursuance of Section 20 of the Companies (Consolidation) Act, 1908.

7. The liability of the Members is limited.

8. Every Member of the Society undertakes to contribute to the assets of the Society, in the event of the same

being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a Member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding One Pound.

9. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Society, but shall be given or transferred to some other institution or institutions not formed or carrying on business for profit, having objects similar to the objects of the Society, to be determined by the Members of the Society at or before the time of dissolution or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place, and of the assets, credits, and liabilities of the Society, in books of account which shall be kept at the registered office of the Society, or at such other place or places as the Society think fit ; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being shall be open to the inspection of the Members. Once at least in every year the accounts shall be examined and the correctness of the statement and balance-sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

1. ARCHIBALD DOUGLAS REID, M.R.C.S., L.R.C.P.,
30 Welbeck Street, London, W.1.,
Consulting Radiologist.

2. ROBERT KNOX,
38 Harley Street, W.1,
Consulting Radiologist.

3. C. H. WORDINGHAM,
7 Victoria Street, Westminster, S.W.1,
Consulting Engineer.

4. A. A. CAMPBELL SWINTON,
66 Victoria Street, Westminster, S.W.,
Engineer.

5. R. MULLINEUX WALMSLEY, D.Sc.,
Principal of the Northampton
Polytechnic Institute,
280 St. John Street, E.C.1.

6. H. TURNER, F.R.M.S.,
21 Vera Road, Fulham,
Radiographer, Middlesex Hospital.

7. GEORGE F. WESTLAKE, Ass. I.E.E.,
93 Clarendon Road, Putney,
Superintendent Electrical Department,
Cancer Hospital, Fulham Road.

DATED the 19th day of July, 1920.

WITNESS to the above signatures—

P. F. ROWELL,
Secretary of the Institution of
Electrical Engineers,
Victoria Embankment, W.C.

THE COMPANIES ACTS, 1908 TO 1917.

COMPANY LIMITED BY GUARANTEE AND NOT FOR PROFIT.

Articles of Association

OF

THE SOCIETY OF RADIOGRAPHERS.

PRELIMINARY.

1. The Society of Radiographers (hereinafter for sake of brevity styled "the Society") is incorporated under the Companies (Consolidation) Act, 1908, and Acts incorporated therewith and is governed by the Regulations contained in the following Articles of Association or such other Articles as may for the time being be in force. The terms used in these Articles are intended to have and shall be taken as having the same respective meanings as they have when used in the said Acts. Words importing the singular number only shall include the plural number, and *vice versa*, and words importing persons shall include corporations.

2. For the purposes of registration the number of Members of the Society is unlimited.

MEMBERSHIP.

3. The Society shall consist of Honorary Members and Ordinary Members, which latter class are for the sake of brevity designated "Members," and whenever the term

Member is used herein without qualification it shall be taken to import Ordinary Members only and to exclude Honorary Members.

4. The rights and privileges of every Member shall be personal to himself, and shall not be transferable or transmissible by his own act, or by operation of law.

No Honorary Member shall, by reason of being legally a Member of the Society, within the meaning of the Companies (Consolidation) Act, 1908, be entitled to any privileges other than those which by these Articles attach specifically to that class of Members.

5. Any person desirous of becoming a Member of the Society must sign an undertaking in the form "A" contained in the schedule hereto, or such form to the like effect as may from time to time be authorized by the Council.

ABBREVIATED TITLES.

6. The authorized abbreviations indicating membership of the Society and the class in the Society to which any person belongs shall be as follows: For an Honorary Member "Hon. M.S.R."; for a Member "M.S.R." No person shall adopt or describe himself by any other abbreviation to indicate membership of the Society than that provided in this Article. Any Member acting in contravention of this regulation shall be liable to have his name removed from the Register of Members by the Council without proceedings being taken under Article 22 hereof, but before so doing the Council shall give him notice of their intention in that behalf and an opportunity of being heard in his defence if he denies that he has so acted.

DIPLOMAS.

7. Subject to such regulations and on payment of such fees as the Council may from time to time prescribe,

the Council may issue to any Member of either class a diploma or certificate of membership. Every such certificate shall contain on its face the statement mentioned in Clause 3 (4) of the Memorandum of Association and shall remain the property of, and shall on demand be returned to the Society.

HONORARY MEMBERS.

8. An Honorary Member shall be a distinguished person intimately connected with radiographic science or its applications, whom the Council desires to honour for services in connection therewith. Honorary Members shall be elected by the Council and every such election shall be announced at the next meeting of the Society.

MEMBERS.

9. Every candidate for admission as a Member must in addition to signing the application for membership satisfy the Council as to his fitness for admission and also either—

(A) That he is a Member of the British Association of Radiology and Physiotherapy, or a Corporate Member of the Institution of Electrical Engineers, or

(B) That he has passed an examination or examinations conducted and/or approved by the Society.

Provided that until the 31st December, 1922, it shall be within the discretion of the Council to admit any Candidate or Candidates for membership without requiring them to submit to examination.

10. The acceptance or refusal of an application for membership and permission to submit for examination shall rest in the sole discretion of the Council.

11. Candidates for election shall be proposed in writing according to a form approved by the Council by not less than three persons each of whom must have personal knowledge of the Candidate and must be either a Member of the Society or a Corporate Member of the Institution of Electrical Engineers or a Member of the British Association of Radiology and Physiotherapy.

12. Proposals for election shall be submitted to the Council, and such election shall be effected by vote of the Council. Election shall be by ballot or such other method as the Council may determine and shall be announced at the next meeting of the Society.

FELLOWS.

13. Persons who have been Members for not less than three years, and who have attained the age of twenty-five shall be eligible to enter as candidates for a special examination, the passing of which shall constitute them Fellows of the Society.

14. Original Members of the Society who have been engaged in Radiographic or allied work for at least ten years, and Members of the British Association for the Advancement of Radiology and Physiotherapy, or of the Institution of Electrical Engineers, may be elected Fellows by the Council on presentation of a Thesis, if the latter is of sufficient merit; and, in their case, the regulations as to three years' membership shall not apply. Original work already published may be accepted instead of a special Thesis.

15. Fellowship of the Society shall be designated by the letters "F.S.R." Fellows shall be subject, in all respects, to the regulations governing Members.

HONORARY FELLOWSHIPS.

16. An Honorary Fellow shall be a distinguished person intimately connected with Radiographic science or its applications, whom the Council desire to honour for services in connection therewith.

Honorary Fellows shall be elected by the Council and every such election shall be announced at the next meeting of the Society.

EXAMINATION FEES AND ANNUAL SUBSCRIPTIONS.

17. Candidates for examination shall be required to pay such examination fee as may be fixed by the Council from time to time.

18. Members shall pay an annual subscription which shall until otherwise determined be Two Guineas.

19. The annual subscriptions shall be due on the first day of January in each year for the year then beginning.

20. Members elected before the first day of July in any year shall pay the annual subscription for the current calendar year, and those elected on and after the first day of July shall pay half such annual subscription. Such Members shall be entitled to receive the publications of the Society issued to the other Members during the whole of the year or the second half of the year respectively.

21. No election shall become effective until the examination fee (if any) and annual subscription payable on such election shall have been paid.

22. No Member whose annual subscription remains unpaid after the first day of April in any year shall be entitled to attend or take part in the meetings of the Society,

or to receive the notices or publications of the Society, nor shall he be entitled to vote, until he has paid in full the said subscription.

23. Any Member whose annual subscription remains unpaid for two years may by resolution of the Council be excluded from the Society, and he shall thereupon cease to be a Member and his name shall be removed from the register, but such removal shall not relieve him from his liability for the payment of the arrears of subscriptions due from him.

24. Any Member may retire from the Society by sending his resignation in writing to the Secretary after payment of all the subscriptions (if any) due from him, including that for the current year.

25. The Council may re-admit to membership any person whose membership has terminated, provided he satisfies the Council that he is worthy of re-admission, and pays such amount in respect of arrears of subscriptions as the Council may determine. The Council may also, in any special case, where in its opinion it is desirable to do so, reduce or remit the annual subscription, or the arrears of annual subscriptions of any Member.

EXPULSION.

26. If it shall appear to the Council or shall be represented to the Council by a requisition in writing signed by seven or more Members of the Society that there is reason to suppose that any Member of the Society has been guilty of conduct, whether in connection with his membership of the Society or otherwise, which, in the absence of satisfactory explanation would in the opinion of the Council render him unfit to remain a Member of the Society, or be injurious to the character or interests of the Society, the Council shall

send to such Member a statement in writing of the conduct imputed to him and shall appoint a special meeting of the Council for the consideration of the subject. At least fourteen days' notice in writing of such meeting shall be given to such Member in order that he may appear before the Council and be heard if he shall think fit. If at such meeting or at any adjournment thereof the Council shall be of opinion that such Member ought to be excluded from the Society it shall be empowered to request such Member to resign, and if the Member so requested to resign shall not resign within ten days such Member shall be liable by order and resolution of the Council to be excluded from the Society, and immediately upon such order or resolution being passed he shall cease to be a Member thereof.

27. No non-medical Member (i.e., no Member who is without the qualifications entitling him to practise in Great Britain or Ireland as a physician or surgeon) shall accept patients for radiographic, radioscopic, or therapeutic work except under the direction and supervision of a qualified medical practitioner, and any breach of this regulation shall be deemed conduct unfitting the Member guilty thereof to remain a Member of the Society.

THE COUNCIL.

28. The business of the Society shall be managed by a Council to be appointed as hereinafter provided. Until otherwise determined by the Society the number of Members of the Council shall be eighteen of whom—

Six Members (medical) shall be appointed by the Council of the British Association of Radiologists and Physiotherapists.

Six Members (electrical) shall be appointed by the Council of the Institution of Electrical Engineers.

Six Members (ordinary) shall be radiographers and be elected by ballot of the Members of the Society.

In the case of the first Council the six radiographer Members shall be appointed as to one-half by the Council of the British Association of Radiology and Physiotherapy and as to one-half by the Council of the Institution of Electrical Engineers.

Of the first Council two Members of each category shall retire on the 30th September, 1921, and similarly two original Members of each category shall retire on the 30th September, 1922, and the remaining original Members on the 30th September, 1923, but they shall be eligible for re-appointment or re-election. Vacancies among the medical and electrical Members of the Council whether caused by retirement or otherwise shall be filled by the above-named appointors respectively. Every such appointment shall be in writing signed by the secretary of the appointing institution, association, or society, and be delivered to the Secretary of the Society at its registered Office.

Except in the case of those retiring on or before the 30th September, 1923, no Member shall serve on the Council for more than three years in succession.

No person shall be a Member of the Council unless he is a Member of the Society.

29. No person who has held office as Member of Council for a period of three years in succession shall be eligible for re-election as a Member of Council unless at least one year shall have elapsed since the expiry of such period of three years.

30. Not later than the 31st day of March in each year the Council shall send to each Member entitled to vote a list of duly qualified persons whom they nominate for the vacancies about to occur as ordinary Members of Council on the 30th day of September next following.

After the issue of the Council's list, and not later than the 21st day of April next following, any seven Members may nominate any other duly qualified person to fill any such vacancy by delivering such nomination in writing to the Secretary, together with the written consent of such person to accept office if elected but each such nominator shall be debarred from nominating any other person for the same election.

31. Not later than the first day of May in each year the Council shall send to each Member of the Society entitled to vote a ballot paper containing the names of all persons duly nominated to fill the vacancies in the ordinary Members of the Council stating which persons are nominated by the Council and giving the names of seven of the Members by whom every other person (if any) is nominated.

Each Member voting shall erase sufficient names to reduce the number of names on the ballot paper after such erasure to the number to be elected to fill the vacancies. The ballot papers shall be returned so as to reach the Secretary not later than the 8th day of May next following and they shall be marked and returned in such manner as may be from time to time determined by the Council.

The Council shall appoint two or more scrutineers for the purposes of the ballot. The ballot papers shall be delivered unopened by the Secretary to the scrutineers, who shall open them and count the votes and report the result at the next meeting of the Society.

In the event of the scrutineers being unable to report the election of the prescribed number of persons to fill the vacancies in the Council owing to an equality of votes they shall submit the names of the candidates having the same number of votes to the President of the Society, who shall determine by his casting vote or votes which candidates having such an equality of votes shall be elected.

The persons elected shall take office on the 1st day of October next following.

32. The Members of Council whose terms of office would otherwise expire on the 30th day of September in any year shall in all cases continue in office until others are elected in their place.

33. Casual vacancies occurring among the ordinary Members of Council, whether caused by retirement, death, or otherwise, may be filled by the Council, and the name of each person selected shall be announced at the next meeting of the Society, but the person so chosen shall retain his office so long only as the vacating Member of Council would in the ordinary course have retained office, and any fraction of a year included in such service shall not be taken into account in reckoning the period of three years mentioned in Article 25.

PRESIDENT AND VICE-PRESIDENTS.

34. The Council shall elect annually in the month of October from among its number a President and two Vice-Presidents. No Presidents or Vice-President shall hold his office for more than two years in succession. Any casual vacancy in the office of President or Vice-President may in like manner be filled by the Council, but the person so appointed shall retain his office so long only as the person who vacated office would in the ordinary course have retained office. Any part of a year included in such service shall not however be taken into account in reckoning the term of two years above mentioned.

MEETINGS AND PROCEEDINGS OF THE COUNCIL.

35. The Council may exercise all such powers of the Society as may be exercised by the Society, and which are

not hereby or by the Companies (Consolidation) Act, 1908, required to be exercised by the Society in General Meeting.

36. The Council may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it may think expedient. The Secretary shall on the demand of the President or of any two Vice-Presidents, or any three Members of the Council convene a meeting of the Council at any time. At every meeting of the Council one Member from each category making three in all shall constitute a quorum.

37. At any meeting of the Council each Member of Council present shall have one vote. Any two Members present shall be entitled to demand that the voting shall be by ballot. Every question arising at any meeting of the Council shall be determined by a majority of votes of the Members present In case of an equality of votes at any such meeting the Chairman thereof shall have a second or casting vote.

38. On the demand of any Member of Council present at any meeting of the Council, any resolution of the Council passed at such meeting shall be adjourned to the next meeting for further consideration, and in such a case the resolution shall not become effective unless it be confirmed by a majority at such next meeting. Provided always that the consideration of such resolution shall not be further adjourned at such next meeting except by a resolution of the Council passed by not less than two-thirds of the Members present.

39. The Council may appoint committees chosen from its own body and committees for special purposes consisting of Members of Council and Members and others with such powers as the Council may prescribe.

40. The Council may from time to time appoint such officers and staff and assign to them such duties as it may think fit.

41. The Council may pay to the officers and staff of the Society such salaries, wages, or remuneration as the Council shall from time to time think proper and the Council may make such provision for and grant such pensions to the Secretary, clerks, and servants after their retirement from the service of the Society as the Council may think proper.

42. The Council may arrange for the publication, in any manner which it may deem advisable, of such papers, documents, and reports as may be considered by the Council to be likely to advance the objects of the Society.

43. The Council may at any time cause examinations to be held for the purpose of testing the qualifications of candidates for admission to the Society. The Council shall define the subjects to be comprised in such examinations and may grant certificates based on the results. The Council shall also have power to award scholarships and to make grants for research work on such conditions as it may from time to time determine.

44. The Council may upon receipt of a request to that effect from any society with objects kindred to those of the Society arrange for the union, alliance, or incorporation of such society with the Society; provided that such union, alliance, or incorporation shall be sanctioned by resolution of a special General Meeting of Members of the Society.

GENERAL MEETINGS.

45. General Meetings of the Society shall be held at such places and at such times as the Council may appoint.

46. The General Meetings of the Society shall be as follows :

(A) Ordinary Meetings ;

(B) Annual General Meetings ;

(C) Special General Meetings.

47. Subject to Article 22 each Member shall have one vote on all resolutions submitted at a General Meeting.

48. Every Member shall have the privilege of introducing one visitor at each Ordinary Meeting of the Society by writing his name in a book provided for that purpose or supplying him with an admission ticket to be obtained from the Secretary, but no such visitor shall be entitled to vote on any question upon which a vote may be taken.

49. Ordinary General Meetings shall be held at such times as the Council shall determine. No question shall be discussed, or motion be made, at Ordinary Meetings relating to the direction and management of the Society.

50. The Annual General Meetings shall be held in the month of May or June, the first such meeting being held in the month of May or June next following the incorporation of the Society. The business of Annual General Meetings shall be to receive and consider the report of the Council, and the accounts of the Society for the past year, to elect Auditors, and to deal with any other business of which notice in writing shall have been given to the Secretary at least seven days before such meeting.

51. A Special General Meeting of Members may be called at any time by the Council for any specific purpose relating to the direction and management of the affairs of the Society including any proposed alteration in or addition to the Articles of Association for the time being in force,

and the Council shall at all times call such a meeting on a requisition, in writing, of seven Members, specifying the business to be transacted thereat.

52. Fourteen days' notice at the least exclusive of the day of giving the notice but inclusive of the day of meeting shall be given of all General Meetings other than Ordinary General Meetings which may be held periodically, in which case separate notice of each such meeting need not be given. The notice shall specify the place, day, and hour of meeting, and in the case of special business the general nature of the business to be transacted.

53. All business shall be deemed special that is transacted at a Special General Meeting and all that is transacted at an Annual General Meeting with the exception of the consideration of reports of the Council and of accounts, and the election of Auditors.

54. Except as otherwise provided by these Articles no business shall be transacted at any Annual or Special General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.

51. A quorum for an Annual or Special General Meeting shall consist of ten Members.

56. If within half an hour from the time appointed for the meeting ten Members are not present the meeting if convened upon requisition of Members shall be dissolved but in any other case shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present but more than one Member is present the Members present shall be a quorum and may transact the business for which the meeting was called or further adjourn the meeting.

57. Every Member shall have one vote and no more at a General Meeting except the Chairman who, in a case of an equality of votes, shall have a second or casting vote.

58. At any General Meeting unless a poll is demanded by at least three Members of the Association entitled to vote a declaration by the Chairman that a resolution has been carried or has been carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

55. If a poll is demanded by three or more Members of the Association entitled to vote it shall be taken in such manner as the Chairman directs and he shall have power to adjourn the meeting for a reasonable time for the purpose of taking such poll and the result of such poll shall be deemed to be the resolution of the Association in General Meeting.

60. The Chairman of any meeting shall be the sole and absolute judge of the validity of every vote tendered at such meeting whether on a show of hands or on a poll, and may allow or disallow votes tendered according as he shall be of opinion that the same are or are not valid.

61. When it is proposed to pass a special resolution the two meetings may be convened by one and the same notice and it shall be no objection to such notice that it only convenes the second meeting conditionally on the resolution being passed by the requisite majority at the first meeting.

62. The accidental omission to give notice of a meeting to any Member shall not invalidate the meeting.

63. The President, if present, shall preside at all General Meetings of the Society. In the absence of the President one of the Vice-Presidents or, if none be present, the senior Member of Council present shall preside.

64. Minutes shall be made in books provided for that purpose of all resolutions and proceedings at General Meetings and minutes signed by any person purporting to be the Chairman of the meeting at which such minutes were signed as correctly recorded shall be conclusive evidence of the facts therein stated.

65. No report of the proceedings at any meeting of the Council shall be taken or published except with the consent of the Council previously obtained.

PROPERTY AND FUNDS.

66. All the moneys of the Society not required to meet the current expenditure of the Society shall be invested in any of the public funds or government securities, or with the Commissioners for the Reduction of the National Debt or in debentures, or debenture stock, or preference shares or stock of any British railway company paying a dividend on its ordinary share capital, the stocks, shares, or debentures of any East Indian or colonial railway or other company receiving or entitled to a percentage or fixed annual dividend from the Indian or colonial governments, or in the public stocks or funds of any colony or dependency of the United Kingdom, or on security of rates of any municipal corporation, or upon real securities, or in the purchase of freehold or leasehold hereditaments in England, or in any mode in which trustees are or shall be by law, in absence of special direction, authorized to invest trust moneys under their control.

67. Any part of the property or invested funds of the Society may be sold or disposed of by or according to

the order and direction of the Council sanctioned by a resolution of a General Meeting.

68. Every publication of the Society, and every paper presented to the Society and accepted for reading or for publication in full or in abstract, and every paper read before the Society and the copyright thereof, shall be the property of the Society. The Council, in such cases as it may think fit, shall have power to release or surrender the rights of the Society in respect of any such publication or paper or the copyright thereof. The right of publishing all such publications or papers and the reports of the proceedings and discussions at meetings of the Society shall be reserved to the Council, who may, if it think fit, give its consent to publication in approved cases.

69. Each Member of the Council shall be accountable in respect of his own acts only, and shall not be accountable for any acts done or authorized to which he shall not have expressly assented, and no Member of the Council shall incur any personal liability in respect of any loss or damage incurred through any act, matter, or thing done, authorized, or suffered by him, being done in good faith for the benefit of the Society, although in excess of his legal power.

70. The Members of the Council shall be indemnified out of the funds and property of the Society from and against all costs, charges, damages, and expenses whatsoever which they or any of them shall sustain by reason of their respectively accepting office or acting in execution of the duties or powers imposed upon or given them by the Articles of Association.

COMMON SEAL.

71. The Council may provide a Common Seal of the Society and make rules for the safe custody and for the use thereof, and it shall never be used except by the authority

of the Council previously given, and in the presence of two Members of the Council at least, who shall sign every instrument to which the seal is affixed.

ACCOUNTS AND AUDIT.

72. The Council shall in accordance with the provisions of the Memorandum of Association cause to be kept proper and sufficient accounts of the capital funds, receipts and expenditure of the Society, so that the true financial state and condition of the Society may be at all times ascertained from such accounts.

73. The financial year of the Society shall end on the 31st day of December in each year ; and the accounts of the Society shall be made up each year to that date, and, after having been approved by the Council and examined and the correctness thereof certified by an Auditor or Auditors, shall be laid before the Annual General Meeting next following.

74. Auditors shall be appointed and their duties regulated in accordance with Sections 112 and 113 of the Companies (Consolidation) Act, 1908, or any statutory modification thereof for the time being in force and for this purpose the said sections shall have effect as if the word " Members " were substituted for " Shareholders " and as if the word " Council " were substituted for the word " Directors " and as if the words " first General Meeting " were substituted for the words " Statutory Meeting " in such sections.

NOTICES.

75. A notice may be served upon any Member either personally or by sending it prepaid through the post addressed to such person, at his address, as registered in the books of the Society.

76. Any notice, if served by post, shall be deemed to have been served on the day following that on which the same is posted ; and in proving such service it shall be sufficient to prove that the notice was properly addressed and posted.

77. No Member not having a registered address within the United Kingdom, shall be entitled to any notice ; and all proceedings may be had and taken without notice to such person in the same manner as if he had had due notice.

BYE-LAWS.

78. The Council shall have power to ordain and make and from time to time alter, vary, or revoke such and so many Bye-Laws and Rules as it may deem necessary or proper for the regulation and good government of the Society and of the Members and affairs thereof, provided that such Bye-Laws shall not be repugnant or contrary to the Memorandum of Association or the Articles of Association for the time being in force or amount to such an addition or alteration of the Articles as could only legally be made by a special resolution of the Society.

The SCHEDULE above referred to :

FORM " A."

THE SOCIETY OF RADIOGRAPHERS.

I, THE UNDERSIGNED, agree that, in the event of my election to membership of the Society of Radiographers, I will be governed by the Rules, Regulations, and Articles of Association of the Society as they now are, or as they may hereafter be altered ; and that I will advance the objects of the Society as far as shall be in my power ; provided that whenever I shall signify in writing to the Secretary that I am desirous of withdrawing from the Society I shall after the payment of any arrears which may be due by me at that period be free from this obligation.

WITNESS my hand this day of

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

1. ARCHIBALD DOUGLAS REID, M.R.C.S., L.R.C.P.,
30 Welbeck Street, London, W.1.,
Consulting Radiologist.

2. ROBERT KNOX,
38 Harley Street, W.1.,
Consulting Radiologist.

3. C. H. WORDINGHAM,
7 Victoria Street, Westminster, S.W.1.,
Consulting Engineer.

4. A. A. CAMPBELL SWINTON,
66 Victoria Street, Westminster, S.W.,
Engineer.

5. R. MULLINEUX WALMSLEY, D.Sc.,
Principal of the Northampton
Polytechnic Institute,
280 St. John Street, E.C.1.

6. H. TURNER, F.R.M.S.,
21 Vera Road, Fulham,
Radiographer, Middlesex Hospital.

7. GEORGE F. WESTLAKE, Ass. I.E.E.,
93 Clarendon Road, Putney,
Superintendent Electrical Department,
Cancer Hospital, Fulham Road.

DATED the 19th day of July, 1920.

WITNESS to the above signatures—

P. F. ROWELL,
Secretary of the Institution of
Electrical Engineers,
Victoria Embankment, W.C.

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